

LEGISLATURE OF NEBRASKA
NINETY-NINTH LEGISLATURE
FIRST SESSION

LEGISLATIVE BILL 647

Introduced by Brashear, 4

Read first time January 19, 2005

Committee: Banking, Commerce and Insurance

A BILL

1 FOR AN ACT relating to limited liability companies; to amend
2 sections 21-2601 and 21-2634, Reissue Revised Statutes of
3 Nebraska; to provide for the filing of biennial reports
4 as prescribed; to change filing fee provisions; to
5 harmonize provisions; and to repeal the original
6 sections.
7 Be it enacted by the people of the State of Nebraska,

1 Section 1. (1) A limited liability company and a foreign
2 limited liability company authorized to transact business in the
3 state shall file a biennial report in the office of the Secretary
4 of State which contains:

5 (a) The name of the limited liability company and the
6 state or other jurisdiction under whose laws the limited liability
7 company or foreign limited liability company is formed; and

8 (b) The street address of the limited liability company's
9 principal place of business in this state or, if the limited
10 liability company does not have an office in this state, the name
11 and street address of the company's agent for service of process.

12 (2) Commencing on January 1, 2007, a biennial report
13 shall be filed between January 1 and April 1 of each odd-numbered
14 year following the year in which a limited liability company files
15 articles of organization or a foreign limited liability company
16 becomes authorized to transact business in this state.

17 (3) The Secretary of State may dissolve a limited
18 liability company or revoke the certificate of authority to
19 transact business of a foreign limited liability company that fails
20 to file a biennial report when due or pay the required filing fee
21 provided in section 21-2634. To do so, the Secretary of State
22 shall provide the company at least sixty days' written notice of
23 intent to revoke. The notice shall be mailed to the company at its
24 principal office or the office of the agent for service of process
25 as set forth in the articles of organization, annual report, or
26 other filing designating the agent for service of process,
27 whichever was most recently filed. The notice shall specify the
28 biennial report that has not been filed, the fee that has not been

1 paid, and the effective date of the dissolution or revocation. The
2 dissolution or revocation is not effective if the biennial report
3 is filed and the fee is paid before the effective date of the
4 dissolution or revocation.

5 (4) Revival or restoration of the authority of a company
6 dissolved or whose certificate of authority has been revoked
7 pursuant to this section shall be accomplished as provided in
8 section 21-2611, and upon completion of such requirements for
9 revival or restoration, the revival or restoration shall relate
10 back to the date of dissolution or revocation as if such
11 dissolution or revocation had not occurred.

12 Sec. 2. Section 21-2601, Reissue Revised Statutes of
13 Nebraska, is amended to read:

14 21-2601. Sections 21-2601 to 21-2653 and section 1 of
15 this act shall be known and may be cited as the Limited Liability
16 Company Act.

17 Sec. 3. Section 21-2634, Reissue Revised Statutes of
18 Nebraska, is amended to read:

19 21-2634. The filing fee for all filings pursuant to the
20 Limited Liability Company Act, including amendments, shall be ten
21 dollars plus the recording fees set forth in subdivision (4) of
22 section 33-101, except that the filing fee for filing a certificate
23 of organization and for filing an application for a certificate of
24 authority as a foreign limited liability company shall be one
25 hundred dollars plus such recording fees and ten dollars for a
26 certificate. There shall be no recording fee collected for the
27 filing of a biennial report. A fee of one dollar per page plus ten
28 dollars per certificate shall be paid for a certified copy of any

1 document on file pursuant to the act. The fees for filings
2 pursuant to the act shall be paid to the Secretary of State and
3 remitted by him or her to the State Treasurer. ~~Until January 1,~~
4 ~~1995, the State Treasurer shall credit the fees to the General~~
5 ~~Fund. On and after January 1, 1995, the~~ The State Treasurer shall
6 credit two-thirds of the fees to the General Fund and one-third of
7 the fees to the Corporation Cash Fund.

8 Sec. 4. Original sections 21-2601 and 21-2634, Reissue
9 Revised Statutes of Nebraska, are repealed.